

**Tom Schedler**  
SECRETARY OF STATE

*As Secretary of State of the State of Louisiana, I do hereby Certify that*  
the attached document(s) of

**HOO SHOO TOO LAKES PROPERTY OWNERS' ASSOCIATION, INC.**

are true and correct and are filed in the Louisiana Secretary of State's Office.

36672225N ORIGF 2/21/2008 6 page(s)

In testimony whereof, I have hereunto set my  
hand and caused the Seal of my Office to be  
affixed at the City of Baton Rouge on,

September 15, 2017

*Secretary of State*

WEB 36672225N



Certificate ID: 10869834#83P83

To validate this certificate, visit the following  
web site, go to **Business Services, Search**  
for **Louisiana Business Filings, Validate a**  
**Certificate**, then follow the instructions  
displayed.

**[www.sos.la.gov](http://www.sos.la.gov)**

# **ARTICLES OF INCORPORATION FOR HOO SHOO TOO LAKES PROPERTY OWNER'S ASSOCIATION, INC.**

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 12, Sections 201-269 and conforming to the Laws of the State of Louisiana, and certify as follows:

## **ARTICLE I.**

### **NAME**

The name of the Corporation shall be **HOO SHOO TOO LAKES PROPERTY OWNERS' ASSOCIATION, INC.**, hereinafter, for convenience, referred to as the "Association."

## **ARTICLE II.**

### **PURPOSE**

The purpose for which the Association is organized is to provide an entity for the operation and administration of a residential development located on all or part of the immovable property described below. In addition the association is hereby authorized to engage in any lawful activity for which non-profit corporations may be formed under applicable Louisiana Law.

The description of the immovable property is contained in the Declaration of Covenants and Restrictions for the subdivision recorded as Original 946, Bundle 12032, and is more fully described and particularly designated as Lots 1 through 82, Hoo Shoo Too Lakes Subdivision, as shown on the "Final Plat Santa Rosa" subdivision, on file and of record as Original 440, Bundle 12007 in the official records of the Clerk for the Parish of East Baton Rouge, State of Louisiana.

## **ARTICLE III.**

### **DOMICILE**

The domicile of this corporation shall be Baton Rouge, East Baton Rouge Parish, State of Louisiana, and location and address of its registered office shall be:

410 Highland Crossing  
Baton Rouge, Louisiana 70810

## **ARTICLE IV.**

### **POWERS**

The Association's powers shall include and be governed by the following provisions:

- A. The Association shall have all the common law and statutory powers of a corporation not-for-profit except those which conflict with the provisions of these Articles.

B. The Association shall have all the powers and duties set forth in the Declaration of Covenants and Restrictions for the Santa Rosa subdivision recorded as Original 946, Bundle 12032 in the office of the clerk for East Baton Rouge Parish. Said powers shall include but are not limited to the following powers;

- (1) To make and collect assessments against members in order to defray the development's costs, expenses and losses.
- (2) To use the proceeds of assessments in the exercise of its powers and duties.
- (3) To purchase insurance on the town home development Property and insurance for the protection of the Association and its members.
- (4) To reconstruct any improvements after casualty and to further improve the property.
- (5) To make and amend reasonable rules and regulations as to the use of property in the town home development subject to the approval of not less than 60% of the votes of the entire membership of the Association with each lot having one vote, before such regulations or amendments shall become effective.
- (6) To enforce, by legal means, the provisions of the Declaration of Covenants and Restrictions, these Articles, any By-laws of the Association.

C. The titles of all properties and all funds acquired by the Association and the proceeds thereof shall be held in trust for the development members according to the provisions of the Declaration of Covenants and Restrictions, these Articles, and any By-laws of the Association.

D. The powers of the Association shall be subject, and shall be exercised, according to the provisions of the Declaration of Covenants and Restrictions and any By-laws.

## ARTICLE V.

### MEMBERS

This corporation is to be organized on a non-stock basis. There shall be only one class of membership. The members of the Association shall consist of all the record owners of lots in the Development. Membership in the Association shall be established by recordation in the conveyance records of East Baton Rouge Parish, State of Louisiana, of a deed or other instrument translatative of title establishing a record title to a Lot in the Development and the delivery to the Association of a recorded copy of such instrument, the owner designated by such instrument thereby automatically becoming a member of the Association. The percentile share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to his Lot. The exact number of votes to be cast by record owners of lots and the manner of exercising voting rights, shall be according to any By-laws of the Association.

## ARTICLE VI.

### DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of such number of directors as may be determined by any By-laws, but not less than 3 directors. In the absence of such a determination, the Board shall consist of 3 directors. Directors shall be elected at the annual members' meeting in the manner provided by the By-laws and their terms shall be provided by the By-laws. Directors may be removed and vacancies on the Board shall be filled as provided by the By-laws. The first election of Directors shall not be held until after 100% of the Lots have been sold by the Declarant or an entity owned by the Declarant. The Directors

named herein shall serve until the first election of Directors, and the remaining Directors shall fill vacancies occurring before the first election. The names and addresses of the members of the first Board of Directors are as follows:

S. J. Saia  
410 Highland Crossing  
Baton Rouge, Louisiana 70810

Amber Saia  
410 Highland Crossing  
Baton Rouge, Louisiana 70810

The above named Directors shall hold office until their successors are elected and have qualified or until removed from office.

#### ARTICLE VII.

##### OFFICERS

The Association's affairs shall be administered by officers elected at the first meeting of the Board of Directors following the annual members' meeting. Such officers shall serve for one year or until the next annual members meeting as provided in any By-Laws. The initial officers' names and addresses are:

S. J. Saia  
410 Highland Crossing  
Baton Rouge, Louisiana 70810

Amber Saia  
410 Highland Crossing  
Baton Rouge, Louisiana 70810

#### ARTICLE VIII.

##### INDEMNIFICATION

Each director and each officer of the Association shall be indemnified by the Association against all liabilities and expenses, including counsel fees reasonably incurred or imposed on him in connection with any proceeding in which he may be a party, or in which he may become involved, by reason of his being or having been an officer or director of the Association, or any settlement thereof, regardless of whether he is an officer or director at the time such expenses are incurred, unless the officer or director is adjudged guilty of willful malfeasance or misfeasance in the performance of his duties. In case of a settlement, the indemnification provided for herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the Association's best interest. The above described right of indemnification shall not be exclusive of all other rights to which such director or officer may be entitled but shall be in addition to such other rights.

#### ARTICLE IX.

## BY-LAWS

The Board of Directors may adopt the any By-Laws of the Association. These said By-Laws may be amended, changed, or repealed in the manner provided in the said By-Laws.

## ARTICLE X.

### AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation shall be amended in the following manner:  
The notice of any meeting at which a proposed amendment is considered shall include notice of the subject matter of the proposed amendment. Either the Board of Directors or the members of the Association may propose a resolution approving a proposed amendment. Members and directors who are not present either in person or by proxy at the meeting at which the proposed amendment is under consideration may express their approval in writing provided their approval is delivered to the secretary at or before the meeting. An amendment must be approved by not less than 66% of the entire membership of the Board of Directors and by not less than 60% of the votes of the entire membership of the Association. For the purpose of amending these Articles, each lot shall be assigned one vote. No amendment shall make any changes in the qualifications for membership nor in the voting rights of the members, nor any change in Part C of Article IV without the unanimous approval in writing by all the members. A copy of each amendment shall be certified by the Secretary of State and recorded in the Mortgage Records of East Baton Rouge Parish, State of Louisiana.

## ARTICLE XI.

### ACCOUNTING RECORDS

The Association shall maintain accounting records according to good accounting practices. Such records shall be available for inspection by lot owners at reasonable times designated by the Association. Such records shall include:

- (1) An itemized record of all receipts and expenditures; and
- (2) A separate account for each lot which shall indicate the name and address of the lot owner, the amount of each assessment for common expenses, the date on which the assessment becomes due, amounts paid on the account and any balance due thereon.

## ARTICLE XII.

### TERM OF ASSOCIATION

The Association shall continue to exist perpetually unless the members terminate the Association sooner by their unanimous consent. The termination of this Development in accordance with the provisions of the Declaration shall terminate the Association.

## ARTICLE XIII.

### REGISTERED AGENT

The full name and physical address of the corporation's registered agent is:

S. J. Saia  
410 Highland Crossing  
Baton Rouge, Louisiana 70810

ARTICLE XIV.

INCORPORATOR

The full name and physical address of the Incorporator of this corporation is:

S. J. Saia  
410 Highland Crossing  
Baton Rouge, Louisiana 70810

IN WITNESS WHEREOF, I have hereunto set my hand this 20th day of February, 2008.

  
S. J. Saia

ACKNOWLEDGEMENT

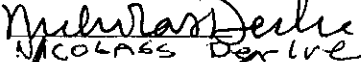
STATE OF LOUISIANA

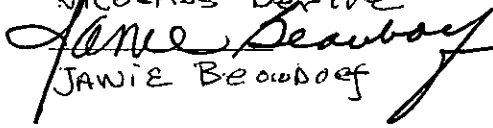
PARISH OF EAST BATON ROUGE

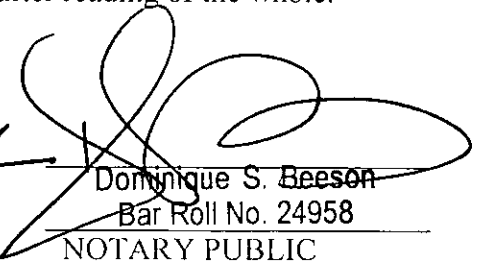
BEFORE ME, the undersigned Notary Public, in and for the Parish and State aforesaid, on this 20th day of February, 2008 personally came and appeared S. J. Saia, who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that she is the identical person who executed the foregoing instrument in writing, that his signature hereof is her own true and genuine signature and that she executed said instrument of his own free will and accord, and for the uses, purposes and consideration therein expressed.

THUS DONE AND PASSED, on the day and date hereinabove written, in the presence of the undersigned competent witnesses, who have hereunto subscribed their names, together with said appearer, and before me, Notary, after reading of the whole.

WITNESSES:

  
NICOLAS DERIVE

  
JANIE BEAUBOEUF

  
DOMINIQUE S. BEESON  
Bar Roll No. 24958

NOTARY PUBLIC

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT**

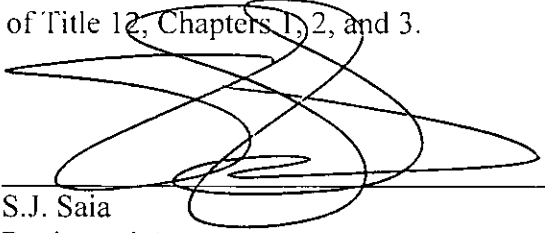
**BY DESIGNATED REGISTERED AGENT**

**ACT 769 OF 1987**

**STATE OF LOUISIANA**

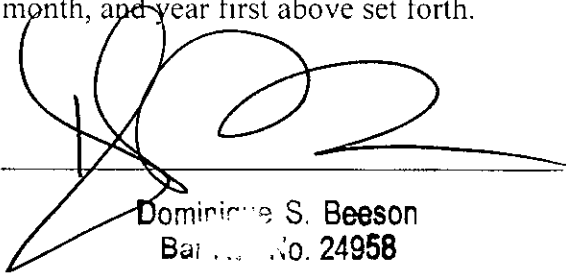
**PARISH OF EAST BATON ROUGE**

On this 20th day of February, 2008, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared S.J. Saia., who is to me known to be the person, and who, being duly sworn, acknowledged to me that he does hereby accept appointment as the Registered Agent of HOO SHOO TOO LAKES PROPERTY OWNER'S ASSOCIATION, INC., which is a corporation authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, Chapters 1, 2, and 3.

  
\_\_\_\_\_  
S.J. Saia  
Registered Agent

**SWORN TO AND SUBSCRIBED**

before me, Notary, on the day,  
month, and year first above set forth.

  
\_\_\_\_\_  
Dominique S. Beeson  
Bar No. 24958